

## **Exhibit D**

ENGLISH TRANSLATION

REPUBLIC OF PANAMA  
NOTARIAL CIRCUIT OF PANAMA

SIXTH NOTARY PUBLIC OF PANAMA

PUBLIC DEED NUMBER 5273 OF December 15, 2021  
the corporation named 3K investments &  
WHEREBY holding S.A. grants a Broad and General Power of  
Administration and Disposition in favor of **Martin Dario**  
**Lifschitz or Dolores Carril**, so that they may represent the  
corporation individually in any country of the world, with the  
broadest powers of administration and disposition.

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"INTERTRUST"

INTERNATIONAL MANAGEMENT & TRUST CORP.  
P.O. BOX 0816-03012  
PANAMA, R. OF P.  
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Certified Public Translator

TRANSLATION

PUBLIC DEED FIVE THOUSAND TWO HUNDRED SEVENTY-THREE --

----- 5273 -----

Whereby the corporation named **3K investments & holding S.A.** grants a Broad and General Power of Administration and Disposition in favor of **Martin Dario Lifschitz or Dolores Carril**, so that they may represent the corporation individually in any country of the world, with the broadest powers of administration and disposition.

Panama, December 15, 2021

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In Panama City, Capital of the Republic and Headquarter of the Notarial Circuit of the same name, on the fifteenth (15<sup>th</sup>) day of the month of December of the year two thousand twenty-one (2021), before me, Attorney **RAUL IVAN CASTILLO SANJUR**, Sixth Notary Public of the Circuit of Panama, with personal identity card number [REDACTED]

[REDACTED] seven hundred twenty five ([REDACTED]725), appeared personally **LICIMACO HERRERA SOTO**, male, of age, single, accountant, Panamanian and resident of this city, with personal identity card number

[REDACTED] six hundred sixty-eight ([REDACTED] 668), who I know and acting in the name and on behalf of the corporation named **3K investments & holding S.A.**, of which he is President, duly recorded the organization of this corporation in the Public Registry of Panama, Mercantile Section on Page [REDACTED] two five six ([REDACTED]256), Entry one (1) on the tenth (10<sup>th</sup>) day of December, two thousand twenty-one (2021), and duly authorized for this act as it is recorded in the Minutes of a meeting held on the thirteenth (13<sup>th</sup>) day of December of two thousand twenty-one (2021), by the Shareholders of the aforesaid corporation, which shall be inserted hereinafter in this same Deed, he requested me to issue this Public Deed to make record of the Broad and General Power of Administration and Disposition that the

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aforesaid corporation grants in favor of **MARTIN DARÍO LIFSCHITZ**, male, of age, Argentine Passport Number [REDACTED] three three two ([REDACTED] 332); or **DOLORES CARRIL**, female, of age, Argentine Passport Number [REDACTED] four one eight ([REDACTED] 418), so that they may represent the corporation individually in any country of the world, with the broadest powers of administration and disposition.

**FIRST:** To administer, conduct, manage, dispose of the patrimony of the corporation and all its goods, chattels and real estate, corporeal or incorporeal, present and future; to sell, acquire, exchange, surrender, transfer, mortgage or pledge, adjudge in payment and otherwise alienate said goods, whether they belong to the corporation as an exclusive article, or in community, or undivided, or in association with natural or legal persons.

**SECOND:** To purchase, sell, or otherwise acquire and alienate real estate, shares, obligations, securities, products, negotiable instruments, and other goods as well as; to discount, guarantee, endorse, draw and issue promissory notes, bills of exchange, drafts, bonds, and in general all kinds of negotiable instruments.

**THIRD:** To act in commodities, real estate, currency and stock exchange markets, to realize and formalize contracts in future and options on the same and others related.

**FOURTH:** To open bank accounts of any type and at any banking institution, in any country of the world; to draw against deposited funds, or those to be deposited, and overdrawn, in checking accounts, savings accounts or otherwise, to withdraw current or future deposits of money, securities, objects, merchandise, documents and mail from public offices, official or private banking institutions; to draw, sign, accept, reject, endorse, discount, protest and pay checks, bills of exchange, money vouchers, promissory notes and other credit, commercial or civil documents,



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collecting their value.

**FIFTH:** To contract and grant mortgage or simple credits or loans, secured or unsecured, in cash, in mortgage titles or otherwise.

**SIXTH:** To execute and enter into contracts with civil or commercial companies, silent partnerships, collective companies or those of limited responsibility, corporations or otherwise.

**SEVENTH:** To rent safe deposit boxes, request the opening of same, or of those that are already rented in the name of the corporation and withdraw the contents thereof.

**EIGHTH:** To initiate, continue, cease and terminate all kinds of transactions and proceedings before any authority or government dependency in which the corporation shall be interested or need to act and asserts its rights.

**NINTH:** To liquidate and pay any type of taxes, valuations or encumbrances, to present claims, reject, observe, accept and impugn liquidations, valuations, inventories, taxes or declarations.

**TENTH:** To apply for the registration of all brand names, patents and any other type of property right that may be suitable for the protection of the business of the corporation.

**ELEVENTH:** To collect and receive through private or juridical means what is owed to the corporation, to issue and request receipts, or letters of payment, complete or partial, to receive in payment of what is owed to the corporation, and in lieu of mortgage or pawn guarantees, all kinds of goods.

**TWELFTH:** To open offices for this corporation anywhere in the world where this power of attorney be exercised and to appoint, remove, suspend, dismiss and discharge any kind of employees and workers, and to establish their salaries and remunerations.

**THIRTEENTH:** In order to carry the representation of the

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commanding corporation and defend all its patrimonial rights and any other order of interest, the mandataries shall make use of all the powers, broad and special, granted to them in this power of attorney to interpose, object, answer, acknowledge, waive, accept desist and continue all kinds of claims, petitions, lawsuits and exceptions.

**FOURTEENTH:** To delegate totally or partially the present power of attorney and to confer special representations or delegations, always reserving the power to resume attorneyship and to revoke.

**FIFTEENTH:** The present Power of Attorney may be exercised by the mandataries in this country, as well as in any other country, state or foreign nation, and in exercising same the mandataries shall execute and subscribe all types of documents or instruments, public or private, including before criminal courts, and this power of attorney shall be considered in force and valid with respect to the institutions which demand this requisite until the same be notified in writing of its revocation, cessation, limitation or resignation.

The Notary makes record that the following document is added to this Deed:

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**MINUTES OF A SPECIAL MEETING OF THE SHAREHOLDERS OF  
3K investments & holding S.A.**

The Shareholders of **3K investments & holding S.A.**, a corporation of the Republic of Panama, held a special meeting in the offices of the corporation, at [REDACTED] Panama, Republic of Panama, on the 13<sup>th</sup> day of December, 2021, at 11:00 a.m.

Present was Licímaco Herrera Soto, who represented the Shareholder, as he proved it through the presentation of the proxy in his favor, that represents certificates Nos. [REDACTED] for [REDACTED] shares each one,



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which compose all the authorized, issued and outstanding capital stock of the corporation, and who waived prior notice. Also present was Adelina Yasbeth Barría Valdés, Secretary of the corporation.

The President of the corporation, Licímaco Herrera Soto, presided at the meeting and the Corporate Secretary, Adelina Yasbeth Barría Valdés, acted as such and stated that there was a quorum, since all the issued and outstanding shares of the corporation were represented at the meeting.

The President called the meeting to order and indicated that same was held with for the purpose of granting a Broad and General Power of Administration and Disposition in favor of **Martin Darío Lifschitz** or **Dolores Carril**, so that they may represent the corporation individually in any country of the world, with the broadest powers of administration and disposition.

After the President had carefully explained the reasons for granting the aforementioned powers, upon motion duly made, seconded and carried, the Board of Shareholders of **3K investments & holding S.A.**, unanimously,

**RESOLVED:** To authorize the President of the corporation, Licímaco Herrera Soto, to appear before a Notary Public and grant a Broad and General Power of Administration and Disposition in favor of **MARTIN DARÍO LIFSCHITZ**, male, of age, Argentine Passport Number [REDACTED] 332; or **DOLORES CARRIL**, female, of age, Argentine Passport Number [REDACTED] 418, so that they may represent the corporation individually in any country of the world, with the broadest powers of administration and disposition.

After having approved the foregoing resolution, there being no further matters to be transacted, the meeting was adjourned at 11:30 a.m.

THE PRESIDENT: (sgd.) Licímaco Herrera Soto

THE SECRETARY: (sgd.) Adelina Yasbeth Barría Valdés

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**COUNTERSIGNED**-(sgd.)- Atty. **VANESSA ROBLES**– Practicing Attorney

This Deed having been read to the appearer in presence of instrumental witnesses, Messrs. **Clifford Bernard Gordon**, with personal identity card number [REDACTED] three hundred seventeen ([REDACTED]317), and **Victor Lara**, with personal identity card number [REDACTED] – six hundred eighty seven ([REDACTED]687), of age and residents of this city, who I know and are able, found it correct, approved it and we all sign for record before me, which I attest.

This Deed bears number FIVE THOUSAND TWO HUNDRED SEVENTY THREE-----5273-----

(Sgd.) **LICIMACO HERRERA SOTO**. - - **Clifford Bernard Gordon**. - -  
**Victor Lara**. - Atty. **RAUL IVAN CASTILLO SANJUR**, Sixth Notary Public.

Agrees with its originals this first copy that I issue, seal and sign in Panama, Republic of Panama, on the fifteenth (15<sup>th</sup>) day of the month of December of the year two thousand twenty-one (2021).

THIS DEED HAS A TOTAL OF FIVE (5) PAGES.

(sgd. illegible) Raul Ivan Castillo Sanjur

Atty. **RAUL IVAN CASTILLO SANJUR**

SIXTH NOTARY PUBLIC

Seal: SIXTH NOTARY OF THE CIRCUIT OF PANAMA \*

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APOSTILLE

(The Hague Convention of October 5, 1961)

1. Country: PANAMA - - -The present public document
2. Has been signed by Raul Castillo
3. who acts in her capacity of Notary
4. and is vested of the seal/stamp of Sixth Notary

CERTIFIED

5. IN PANAMA
6. the day DEC 20, 2020



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by ADMINISTRATIVE DIRECTION

Under number [REDACTED] 1090

Seal / stamp

10. Signature (sgd.) illegible

Seal: FINANCIAL DIRECTION – TREASURER – Republic of Panama–  
MINISTRY OF GOVERNMENT

I, ALEXANDER SAMOS ROBLES, Certified Public Translator of the  
Republic of Panama, do hereby certify that the foregoing is a true  
translation of its original.

  
ALEXANDER SAMOS ROBLES

PANAMA, December 20, 2021

## ACTA DE UNA REUNIÓN EXTRAORDINARIA DE LA JUNTA DIRECTIVA DE

### 3K investments & holding S.A.

La Junta Directiva de 3K investments & holding S.A., sociedad anónima de la República de Panamá, celebró una reunión extraordinaria en las oficinas de la sociedad en Calle Elvira Méndez No. 10, Último Piso, Panamá, República de Panamá, el día 13 de diciembre de 2021 a las 10:00 a.m.

Estuvieron presentes todos los directores, a saber: Licímaco Herrera Soto, Ana María Moreno Quiróz y Adelina Yasbeth Barría Valdés.

El Presidente de la sociedad, Licímaco Herrera Soto, presidió la reunión y la Secretaria de la sociedad, Adelina Yasbeth Barría Valdés, actuó como tal y declaró que había quórum.

El Presidente declaró abierta la sesión e indicó que la misma se estaba celebrando con el fin de aprobar ciertas acciones con relación al capital autorizado de la sociedad.

Después de una amplia discusión sobre el particular, a moción debidamente hecha, sustentada y debatida, por unanimidad,

#### SE RESOLVIÓ:

1. Que las acciones del capital social de 3K investments & holding S.A. tengan un valor declarado de [REDACTED] cada una.
2. Autorizar a la Secretaria a emitir los certificados de acciones de la siguiente manera:
  - Certificado No. [REDACTED] a favor de Martin D. Lifschitz por [REDACTED] acciones.
  - Certificado No. [REDACTED] a favor de Dolores Carril por [REDACTED] acciones.

Después de aprobadas las anteriores resoluciones, no habiendo otros asuntos que tratar, se clausuró la reunión a las 10:30 a.m.

EL PRESIDENTE:

  
Licímaco Herrera Soto

LA SECRETARIA:

  
Adelina Yasbeth Barría Valdés